

# **Exhibit 41**

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <b>KAPLAN ANDREW J</b>  (Last) (First) (Middle) <b>C/O MAJESCO ENTERTAINMENT COMPANY, 4041-T HADLEY ROAD</b>  (Street) <b>S. PLAINFIELD, NJ 07080</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>MAJESCO ENTERTAINMENT CO [ COOL ]</b>  3. Date of Earliest Transaction (MM/DD/YYYY) <b>12/1/2016</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  ____ Director _____ 10% Owner ____ Officer (give title below) _____ Other (specify below) <b>FORMER DIRECTOR</b>  6. Individual or Joint/Group Filing (Check Applicable Line)  _X_ Form filed by One Reporting Person ____ Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.001	12/1/2016		A	Amount (A) or (D) Price 15000 (1) A (1)	30625 (2)	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares				

Explanation of Responses:

- (1) Represents a restricted stock award (the "Restricted Stock Award") pursuant to the Issuer's 2017 Equity Incentive Plan (the "Plan"), which Plan is subject to stockholder approval.
- (2) Represents (i) the Restricted Stock Award, (ii) a restricted stock award of 8,333 shares granted pursuant to the Issuer's 2014 Equity Incentive Plan and (iii) a restricted stock award of 7,292 shares granted pursuant to the Issuer's 2016 Equity Incentive Plan of which 50% vested on April 25, 2016 and 50% vested on December 1, 2016.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>KAPLAN ANDREW J</b> <b>C/O MAJESCO ENTERTAINMENT COMPANY</b> <b>4041-T HADLEY ROAD</b> <b>S. PLAINFIELD, NJ 07080</b>				<b>FORMER DIRECTOR</b>

Signatures

/s/ Andrew Kaplan12/5/2016

\*\*Signature of Reporting PersonDate

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

# **Exhibit 42**

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <b>Honig Barry C</b>  (Last) (First) (Middle) <b>555 SOUTH FEDERAL HIGHWAY #450</b>  (Street) <b>BOCA RATON, FL 33432</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>MAJESCO ENTERTAINMENT CO [ COOL ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <b>12/1/2016</b>		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			CodeV	Amount(A) or (D)Price			
Common stock, par value \$0.001 per share	12/1/2016		A	125000(I)A(I)	322148(2)	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				CodeV	(A)(D)	Date ExercisableExpiration Date	TitleAmount or Number of Shares				

Explanation of Responses:

- (1) Represents a restricted stock award (the "Restricted Stock Award") pursuant to the Issuer's 2017 Equity Incentive Plan (the "Plan"), which Plan is subject to stockholder approval.
- (2) Represents (i) the Restricted Stock Award, (ii) a restricted stock award of 66,667 shares granted pursuant to the Issuer's 2014 Equity Incentive Plan, (iii) a restricted stock award of 87,500 shares granted pursuant to the Issuer's 2016 Equity Incentive Plan of which 50% vested on April 25, 2016 and 50% vested on December 1, 2016 and (iv) 42,981 shares of the Issuer's common stock.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Honig Barry C 555 SOUTH FEDERAL HIGHWAY #450 BOCA RATON, FL 33432	X	X		

Signatures

/s/ Barry Honig  
Signature of Reporting Person

12/5/2016  
Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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# **Exhibit 43**

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <b>Brauser Michael</b>  (Last) (First) (Middle) <b>C/O MAJESCO ENTERTAINMENT COMPANY, 4041-T HADLEY ROAD</b>  (Street) <b>S. PLAINSFIELD, NJ 07080</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>MAJESCO ENTERTAINMENT CO [ COOL ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY)  <b>12/1/2016</b>		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock, par value \$0.001 per share	12/1/2016		A		75000 (1)	A	(1)
					229182 (2)	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Explanation of Responses:

- (1) Represents a restricted stock award (the "Restricted Stock Award") pursuant to the Issuer's 2017 Equity Incentive Plan (the "Plan"), which Plan is subject to stockholder approval.
- (2) Represents (i) the Restricted Stock Award, (ii) a restricted stock award of 66,666 shares granted pursuant to the Issuer's 2014 Equity Incentive Plan, (iii) a restricted stock award of 87,500 shares granted pursuant to the Issuer's 2016 Equity Incentive Plan of which 50% vested on April 25, 2016 and 50% vested on December 1, 2016 and (iv) 16 shares of the Issuer's common stock.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Brauser Michael</b> <b>C/O MAJESCO ENTERTAINMENT COMPANY</b> <b>4041-T HADLEY ROAD</b> <b>S. PLAINSFIELD, NJ 07080</b>	X			

Signatures

/s/ Michael Brauser

12/5/2016

\*\*Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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# **Exhibit 44**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**Amendment No. 5  
To  
SCHEDULE 13G  
(Rule 13d-102)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(b)**

**POLARITYTE, INC.**

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(Name of Issuer)

COMMON STOCK

---

(Title of Class of Securities)

731094108

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(CUSIP Number)

December 31, 2016

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(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

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CUSIP No. 731094108

1	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Mark Groussman		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States		
NUMBER OF SHARES  BENEFICIALLY OWNED BY  EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0	
	6	SHARED VOTING POWER 423,013(1)(2)	
	7	SOLE DISPOSITIVE POWER 0	
	8	SHARED DISPOSITIVE POWER 423,013(1)(2)	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 423,013(1)(2)		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 9.70% (Based on 4,250,617 shares outstanding as of December 31, 2016)		
12	TYPE OF REPORTING PERSON* IN		

(1) Represents (i) 178,111 shares of common stock held by Melechdavid, Inc. ("Melechdavid"), (ii) 25,000 shares of common stock held by Erica and Mark Groussman Foundation Inc. ("Foundation"), (iii) 108,791 shares of common stock held by Melechdavid, Inc. Retirement Plan ("Retirement Plan") and (iv) 111,111 shares of common stock underlying Series C Preferred Stock held by Melechdavid.

(2) Mark Groussman is the President of Melechdavid and the trustee of each of Foundation and Retirement Plan and in such capacities has voting and dispositive power over the securities held by such entities.

CUSIP No. 731094108

1	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Melechdavid, Inc.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Florida		
NUMBER OF SHARES  BENEFICIALLY OWNED BY  EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0	
	6	SHARED VOTING POWER 289,222(1)(2)	
	7	SOLE DISPOSITIVE POWER 0	
	8	SHARED DISPOSITIVE POWER 289,222(1)(2)	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 289,222(1)(2)		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 6.63% (Based on 4,250,617 shares outstanding as of December 31, 2016)		
12	TYPE OF REPORTING PERSON* CO		

(1) Represents (i) 178,111 shares of common stock and (ii) 111,111 shares of common stock underlying Series C Preferred Stock.

(2) Mark Groussman is the President of Melechdavid and in such capacity has voting and dispositive power over the securities held by such entity.

CUSIP No. 731094108

1	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Erica and Mark Groussman Foundation Inc.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Florida		
NUMBER OF SHARES  BENEFICIALLY OWNED BY  EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0	
	6	SHARED VOTING POWER 25,000(1)	
	7	SOLE DISPOSITIVE POWER 0	
	8	SHARED DISPOSITIVE POWER 25,000(1)	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 25,000(1)		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.59% (Based on 4,250,617 shares outstanding as of December 31, 2016)		
12	TYPE OF REPORTING PERSON* OO		

(1) Mark Groussman is the trustee of Foundation and in such capacity has voting and dispositive power over the securities held by such entity.

CUSIP No. 731094108

1	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Melechdavid, Inc. Retirement Plan		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		(a) [ ] (b) [ ]
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Florida		
NUMBER OF SHARES  BENEFICIALLY OWNED BY  EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0	
	6	SHARED VOTING POWER 108,791(1)	
	7	SOLE DISPOSITIVE POWER 0	
	8	SHARED DISPOSITIVE POWER 108,791(1)	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 108,791(1)		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 2.56% (Based on 4,250,617 shares outstanding as of December 31, 2016)		
12	TYPE OF REPORTING PERSON* OO		

(1) Mark Groussman is the trustee of Retirement Plan and in such capacity has voting and dispositive power over the securities held by such entity.

Item 1(a). Name of Issuer:

PolarityTE, Inc., a Delaware corporation ("Issuer")

Item 1(b). Address of Issuer's Principal Executive Offices:

4041-T Hadley Road, S. Plainfield, NJ 07080

Item 2(a). Name of Person Filing.

The statement is filed on behalf of Mark Groussman, Melechdavid, Foundation and Retirement Plan (together, the "Reporting Person").

Item 2(b). Address of Principal Business Office or, if None, Residence.

5154 La Gorce Drive, Miami Beach, FL 33140

Item 2(c). Citizenship.

United States/Florida

Item 2(d). Title of Class of Securities.

Common Stock, par value \$0.001.

Item 2(e). CUSIP Number.

731094108

Item 3. Type of Person

Not applicable.

Item 4. Ownership.

(a) Amount beneficially owned: 423,013(1)(2)

(b) Percent of class: 9.70% (Based on 4,250,617 shares outstanding as of December 31, 2016)

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 423,013(1)(2)

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 423,013(1)(2)

(1) Represents (i) 178,111 shares of common stock held by Melechdavid, (ii) 25,000 shares of common stock held by Foundation, (iii) 108,791 shares of common stock held by Retirement Plan and (iv) 111,111 shares of common stock underlying Series C Preferred Stock held by Melechdavid.

(2) Mark Groussman is the President of Melechdavid and the trustee of each of Foundation and Retirement Plan and in such capacities has voting and dispositive power over the securities held by such entities.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

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Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

---

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2017

By: /s/ Mark Groussman

Mark Groussman

Melechdavid, Inc.

Date: February 14, 2017

By: /s/ Mark Groussman

Mark Groussman, President

Erica and Mark Groussman Foundation Inc.

Date: February 14, 2017

By: /s/ Mark Groussman

Mark Groussman, Trustee

Melechdavid, Inc. Retirement Plan

Date: February 14, 2017

By: /s/ Mark Groussman

Mark Groussman, Trustee

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# **Exhibit 45**

# POLARITYTE, INC.

## **FORM S-1** (Securities Registration Statement)

Filed 01/30/17

Address	123 NORTH WRIGHT BROTHERS DRIVE SALT LAKE CITY, UT, 84116
Telephone	(800)-560-3983
CIK	0001076682
Symbol	PTE
SIC Code	2836 - Biological Products, (No Diagnostic Substances)
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

As filed with the Securities and Exchange Commission on January 30, 2017

Registration No. 333-

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-1**  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**POLARITYTE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation or organization)

**3841**

(Primary Standard Industrial  
Classification Code Number)

**06-1529524**

(I.R.S. Employer  
Identification Number)

**4041-T Hadley Road  
S. Plainfield, New Jersey 07080  
Telephone: (732) 225-8910**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Denver Lough  
Chief Executive Officer  
PolarityTE, Inc.  
4041-T Hadley Road  
S. Plainfield, New Jersey 07080  
Telephone: (732) 225-8910**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*With a copy to:*  
**Harvey Kesner, Esq.  
Sichenzia Ross Ference Kesner LLP  
61 Broadway, 32<sup>nd</sup> Floor  
New York, NY 10006  
(212) 930-9700**

**Approximate date of commencement of proposed sale to the public:**  
As soon as practicable after this Registration Statement is declared effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box: ☒ [X]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐ [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐ [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐ [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐ [ ]

Non-accelerated filer ☐ [ ] (Do not check if a smaller reporting company)

Accelerated filer ☐ [ ]

Smaller reporting company ☒ [X]

## CALCULATION OF REGISTRATION FEE

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price per Share(2)</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Shares of Common Stock, par value \$0.001 per share	759,333	\$ 3.67	\$ 2,786,753	\$ 322.98

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, the shares being registered hereunder include such indeterminate number of shares of common stock, as may be issuable with respect to the shares being registered hereunder as a result of stock splits, stock dividends or similar transactions.
- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) under the Securities Act of 1933, as amended, using the average of the high and low prices as reported on The NASDAQ Capital Market on January 27, 2017, which was \$3.67 per share.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to Section 8(a), may determine.

- (3) In determining the percent of Common Stock beneficially owned by a Selling Stockholder following the offering, (a) the numerator is the number of shares of Common Stock beneficially owned by such selling stockholder (including shares that he has the right to acquire within 60 days of January 17, 2017), and (b) the denominator is 4,250,617 shares outstanding after offering based upon 4,250,617 shares of Common Stock outstanding on January 17, 2017 and (ii) the number of shares of Common Stock which such Selling Stockholders has the right to acquire within 60 days of January 17, 2017 after the offering.
- (4) Adam Arviv, as President of Acquisition Group Ltd., has voting and dispositive power over the shares held by Acquisition Group Ltd.
- (5) Brian M. Herman is the Managing Director of ViewTrade Securities, Inc., a registered broker-dealer. Mr. Herman may be considered a statutory underwriter and must deliver a prospectus meeting the requirements of the Securities Act in connection with the Resale Shares.
- (6) Catherine DeFrancesco, as President of Delavaco Holdings Inc., has voting and dispositive power over the shares held by Delavaco Holdings Inc.
- (7) Catherine DeFrancesco, as President of DeFrancesco Motorsports, has voting and dispositive power over the shares held by DeFrancesco Motorsports.
- (8) Catherine DeFrancesco, as President of Namaste Gorgie Inc., has voting and dispositive power over the shares held by Namaste Gorgie Inc.
- (9) Robert Cornfeld, as Manager of Newport Vacations Managers, LLC, has voting and dispositive power over the shares held by Newport Vacations Managers, LLC.
- (10) Jim Christodoulis, as Trustee of NBCN, INC. IN TRUST FOR Jim Christodoulis, has voting and dispositive power over the shares held by NBCN, INC. IN TRUST FOR Jim Christodoulis. Jim Christodoulis is a registered broker-dealer. Mr. Christodoulis may be considered a statutory underwriter and must deliver a prospectus meeting the requirements of the Securities Act in connection with the Resale Shares
- (11) Matthew Sprague Swanson is a Class B Member of Chimera Securities, LLC, a registered broker-dealer. Mr. Swanson may be considered a statutory underwriter and must deliver a prospectus meeting the requirements of the Securities Act in connection with the Resale Shares
- (12) Kimberly Longston, as Trustee of LFR Trust, has voting and dispositive power over the shares held by LFR Trust.
- (13) Robert McEwen, as President of 2083089 Ontario, Inc., has voting and dispositive power over the shares held by 2083089 Ontario, Inc.

# **Exhibit 46**

# POLARITYTE, INC.

## **FORM 8-K/A** (Amended Current report filing)

Filed 09/10/18 for the Period Ending 09/07/18

Address	123 NORTH WRIGHT BROTHERS DRIVE SALT LAKE CITY, UT, 84116
Telephone	(800)-560-3983
CIK	0001076682
Symbol	PTE
SIC Code	2836 - Biological Products, (No Diagnostic Substances)
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K**

Amendment No. 1

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): September 7, 2018

**POLARITYTE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-51128**  
(Commission  
File Number)

**06-1529524**  
(IRS Employer  
Identification No.)

**1960 S. 4250 West**  
**Salt Lake City, UT 84104**  
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(385) 237-2279**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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[Explanatory Note – this amendment is filed to correct a typographical error in the title of the signer.]

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On September 7, 2018, the employment of John Stetson in any capacity, including as Chief Investment Officer, with PolarityTE, Inc., was terminated.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**POLARITYTE, INC.**

Dated: September 7, 2018

*/s/ Denver Lough*

\_\_\_\_\_  
Denver Lough  
Chief Executive Officer



# **Exhibit 47**



Investments, Inc. Retirement Plan and in such capacity has voting and dispositive control over the securities held by such entity.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Stetson John</b> <b>4041-T HADLEY ROAD</b> <b>S. PLAINFIELD, NJ 07080</b>	<b>X</b>		<b>CHIEF FINANCIAL OFFICER</b>	

**Signatures**

/s/ John Stetson

12/6/2016

—Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.